

MOLSON COORS BREWING CO
Form 4/A
January 22, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
COORS PETER H

2. Issuer Name and Ticker or Trading Symbol
MOLSON COORS BREWING CO
[TAP]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
1801 CALIFORNIA STREET,
SUITE 4600

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/13/2015

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Vice Chairman of the Board

DENVER, CO 80202

4. If Amendment, Date Original Filed(Month/Day/Year)
01/22/2016

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Class B Common Stock | 11/13/2015 ⁽¹⁾ | | G ⁽²⁾ | V 3,000 D \$ 0 | 204,719 ⁽³⁾ | D | |
| Class B Common Stock | 01/20/2016 | | M | 67,152 A \$ 45.79 | 271,871 | D | |
| Class B Common Stock | 01/20/2016 | | F ⁽⁴⁾⁽⁵⁾ | 48,668 D \$ 86.27 | 223,203 | D | |
| Class B | | | | | 13,536,806 | I | by Adolph |

| | | | | |
|----------------------|-----------------------|---|--|---|
| Common Stock | | | | Coors Company LLC |
| | | | | by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2012 Grantor Retained Annuity Trust XII |
| Class B common Stock | 77,780 ⁽⁶⁾ | I | | |
| | | | | by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2013 Grantor Retained Annuity Trust XIII |
| Class B Common Stock | 9,163 | I | | |
| | | | | by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2013 Grantor Retained Annuity Trust XIV |
| Class B Common Stock | 13,573 | I | | |
| | | | | by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2013 Grantor Retained Annuity Trust XV |
| Class B Common Stock | 104,139 | I | | |
| | | | | by Marilyn E & Peter H Coors, Co-Trustees of Peter H |
| Class B Common Stock | 59,576 | I | | |

| | | | |
|----------------------------|-----------------------|---|---|
| Class B Common Stock | 64,029 | I | Coors 2013 Grantor Retained Annuity Trust XVI by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2014 Grantor Retained Annuity Trust XVII |
| Class B Common Stock | 84,454 ⁽⁷⁾ | I | by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2014 Grantor Retained Annuity Trust XIX |
| Class B Common Stock | 25,988 | I | by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2015 Grantor Retained Annuity Trust XX |
| Class B Common Stock | 67,918 | I | by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2015 Grantor Retained Annuity Trust XXI |
| Class B Common Stock | 1,064 | I | by Spouse |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Appreciation Right | \$ 45.79 (8) | 01/20/2016 | | M(9) | 67,152 | (10) 05/18/2017(1) | Class B Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|----------------------------|
| | Director | 10% Owner | Officer | Other |
| COORS PETER H 1801 CALIFORNIA STREET, SUITE 4600 DENVER, CO 80202 | | | | Vice Chairman of the Board |

Signatures

Kathleen M. Kirchner, by Power of Attorney
01/22/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Form 4 is being amended to correct the date of the earliest transaction and the expiration date of the stock appreciation rights (SOSARs) which were erroneously reported on the original Form 4.
- (2) Reflects the transfer of 3,000 Class B common stock from the reporting person to a charitable organization.
- (3) Reflects the following Class B common stock transfers to the reporting person directly on December 11, 2015: (i) 18,614 shares from Marilyn E. and Peter H. Coors, Co-Trustees of the Peter H. Coors 2012 Grantor Retained Annuity Trust XII; and (ii) 29,883 shares from Marilyn E. and Peter H. Coors, Co-Trustees of the Peter H. Coors 2014 Grantor Retained Annuity Trust XIX.
- (4) The reporting person's SOSARs exercise reported in this Form 4 was effected pursuant to Rule 10b5-1 Trading Plan previously adopted by the reporting person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934.

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- (5) Represents (a) a deemed sale of 35,643 shares of Class B common stock to the issuer to cover the exercise price of the stock only stock appreciation rights (SOSARS) and (b) 13,025 shares of Class B common stock withheld in lieu of cash payment for applicable taxes in connection with the exercise of the SOSARS.
- (6) Reflects the transfer of 18,614 shares of Class B common stock on December 11, 2015 from Marilyn E. and Peter H. Coors, Co-Trustees of the Peter H. Coors 2012 Grantor Retained Annuity Trust XII to the reporting person.
- (7) Reflects the transfer of 29,883 Class B common stock on December 11, 2015 from Marilyn E. and Peter H. Coors, Co-Trustees of the Peter H. Coors 2014 Grantor Retained Annuity Trust XIX to the reporting person.
- (8) As adjusted to give effect to the 2-for-1 stock split that occurred on October 3, 2007.
- (9) The exercise of the SOSARs results in the expiration of the tandem employee stock options.
- (10) The SOSARS vested in full on the third anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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